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January 13, 2010

VIA ECFS

Marlene H. Dortch Secretary Federal Communications Commission 445 Twelfth Street, S.W. Washington, DC 20554

Attn: Chief, Wireline Competition Bureau, Competition Policy Division

Re: Domestic Section 214 Application Filed for the Transfer of Control of

NuVox, Inc. to Windstream Corporation

WC Docket No. 09-211

Dear Ms. Dortch:

Pursuant to Section 63.50 of the Commission's rules and at the request of Bureau staff, Windstream Corporation ("Windstream") and NuVox, Inc. ("NuVox") (together "Applicants") hereby provide additional information to supplement the above-captioned application. Specifically, with respect to markets where subsidiaries of both Applicants are competitive local exchange carriers ("CLECs"), Applicants provide an Attachment with a breakdown of (1) their business and residential customers in the relevant exchanges, for which Applicants have requested confidential treatment, and (2) actual and potential competitors in those overlap markets. In addition to the Little Rock, Arkansas and various North Carolina markets indicated in the application, Applicants have determined that minor CLEC-CLEC overlaps also exist in Atlanta, Georgia and Greenville, South Carolina, where Windstream's CLEC affiliate presence is *de minimis* and NuVox holds a substantially higher number of access lines.

In addition, at the request of Bureau staff, Applicants clarify that all of the competitors listed in this Attachment, and on page 11 of the application, are wireline-based. These lists of competitors were compiled using a review of local advertising, the combined expertise of local and regional marketing and business experts of both Applicants, as well as cross-checking data gleaned from Telcordia's Local Exchange Routing Guide ("LERG"), which provides information on connecting carriers by exchange. It is expected that there are additional

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Marlene H. Dortch
January 13, 2010

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competitors present in these exchanges who have not been identified, such as those which mask their presence by subtending through another carrier.

As demonstrated herein, Applicants will continue to face a significant number of actual and potential competitors in the exchanges in which both Applicants currently maintain CLEC operations. Both companies' CLEC operations have a proven record of success, and as explained at pages 5-6 of the Application, Windstream will gain important business and operational expertise for its strategy to grow its enterprise business inside and outside of its traditional ILEC footprint – a benefit that will accrue to all of Windstream's CLEC operations, including those in which NuVox also has a CLEC presence – thereby making the combined company a more formidable competitor to the ILEC and well-heeled CLECs in those markets. Commission approval of the transaction would therefore clearly serve the public interest and be consistent with applicable Commission precedent.¹

Please contact the undersigned if you have questions or need additional information.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By: /s/ Kenneth D. Patrich Kenneth D. Patrich Robert G. Morse

Attachments

cc: William Dever Dennis Johnson

See Telephone and Data Systems, Inc. and Chorus Communications, Ltd., Memorandum Opinion and Order, 16 FCC Rcd. 15293, 15298 (2001).



2300 N STREET, NW SUITE 700 WASHINGTON, DC 20037 TEL 202.783.4141 FAX 202.783.5851 WWW.wbklaw.com

January 13, 2010

ORIGINAL VIA EMAIL

William Dever Chief, Competition Policy Division Wireline Competition Bureau Federal Communications Commission 445 Twelfth Street, SW Washington, DC 20554

Re: Domestic Section 214 Application Filed for the Transfer of Control of

NuVox, Inc. to Windstream Corporation

WC Docket No. 09-211

Request for Confidential Treatment

Dear Mr. Dever:

Windstream Corporation and NuVox, Inc. ("Applicants") hereby request that the information redacted from the public version of the attached submission be withheld from public inspection pursuant to Section 0.459(e) of the Commission's Rules, 47 C.F.R. § 0.459(e). The redacted information is highly-confidential commercial information that has not been nor would ordinarily be publicly disclosed, and thus falls within Exemption 4 of the Freedom of Information Act ("FOIA") as "trade secrets and commercial or financial information obtained from a person and privileged or confidential." Pursuant to Section 0.459(e) of the Rules, Applicants request that the materials be returned if the request for confidential treatment is denied.

The following information supports the request for confidentiality under Section 0.459(b) of the Commission's Rules:

- (1) The information for which confidential treatment is requested includes granular subscribership data on the right-hand column of Attachment A.
- (2) This information is not required under Sections 63.03-63.04 of the Commission's Rules and is being submitted to the Commission voluntarily in the context of a request from Commission staff.

¹ 5 U.S.C. § 552(b)(4).

WILKINSON) BARKER KNAUER LLP

William Dever

REQUEST FOR CONFIDENTIAL TREATMENT

January 13, 2010 Page 2

- (3) This information is highly confidential granular data concerning the Applicants' business and residential subscribership. As such, it is very sensitive commercial information.
- (4) The markets in which Applicants provide service are competitive, as demonstrated in the attached filing.
- (5) Disclosure of the subscribership information would cause significant competitive harm to Applicants by disclosing sensitive information concerning the classification of their subscribers, thereby enabling competitors to use this data in a targeted manner to Applicants' competitive disadvantage.
- (6) Applicants treat this information as highly confidential, and do not publicly disclose this information.
- (7) This information is not available to the public, and has not previously been disclosed to third parties.
- (8) Applicants believe this information should be permanently withheld from public disclosure, given the highly sensitive nature of the information.
- (9) Confidential treatment of such information is consistent with Commission precedent. See Cox Communications, Inc., 21 FCC Rcd. 2309, ¶ 8 (2006); Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for Fiscal Year 1997, 12 FCC Rcd. 17859, ¶¶ 9-10 (1997); Local Competition and Broadband Reporting, 15 FCC Rcd. 7717, ¶¶ 87-94 (2000).

A copy of the redacted version, as filed via ECFS, is attached for your convenience. Please contact the undersigned if you have questions concerning this request.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By: /s/ Kenneth D. Patrich Kenneth D. Patrich Robert G. Morse

Attachment

ATTACHMENT (PUBLIC VERSION REDACTED)

FCC Filing Windstream CLEC / NuVox CLEC Overlap											
As of November 30, 2009 - CONFIDENTIAL/SUBJECT TO REQUEST FOR NON-DISCLOSURE											
		· · · · · · · · · · · · · · · · · · ·	T	<u>.</u>		1	i				
1						1	Grand Total				
1	Number of	Number of	Number of	Number of			Number of				
	Windstream	Windstream	NuVox	NuVox	Total Number						
	Residential	Business	Residential	Business	of Windstream		NuVox Access	1			
Exchange	Access Lines	Access Lines	Access Lines	Access Lines	Access Lines	Access Lines	Lines	Other Competition (ILEC, CLEC, Cable) AT&T (ILEC), CHARTER COMMUNICATIONS (CLEC) AT&T LOCAL (CLEC),			
								BANDWIDTH.COM CLEC, LLC - OH (CLEC), LEVEL3 (CLEC), VERIZON BUSINESS			
Benton, AR								(CLEC), YMAX (CLEC)			
Denton, Art	-							(OLLO), THE V. (OLLO)			
								AT&T (ILEC), COMCAST (CLEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC,			
Conway, AR								LLC - OH (CLEC), LEVEL3 (CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)			
,								AT&T (ILEC), COMCAST PHONE LLC (CLEC), LEVEL3 (CLEC), TIME WARNER			
Femdale, AR	1							TELECOM (CLEC)			
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),			
								COMCAST PHONE LLC (CLEC), CONNECT HOLDINGS CORPORATION (CLEC),			
								GRANDE COMMUNICATIONS (CLEC), LEVEL3 (CLEC), NEUTRAL TANDEM-			
								CALIFORNIA, LLC - CA (CLEC), TIME WARNER TELECOM (CLEC), VERIZON			
Little Rock, AR								BUSINESS (CLEC), YMAX (CLEC) AT&T (ILEC), COMCAST PHONE LLC (CLEC), LEVEL3 (CLEC), TIME WARNER			
Pinnacle, AR								TELECOM (CLEC)			
Filliade, AR								AT&T (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), COMCAST PHONE LLC			
								(CLEC), LEVEL3 (CLEC), TIME WARNER TELECOM (CLEC), VERIZON BUSINESS			
Svlvan Hills, AR								(CLEC)			
ARKANSAS TOTAL											
								AT&T (ILEC), ACCESS INTEGRATED NETWORKS, INC. (CLEC), ALLEGIANCE			
								TELECOM, INC. (CLEC), AT&T LOCAL (CLEC), AT&T LONG DISTANCE (CLEC),			
								BANDWDTH.COM CLEC, LLC - OH (CLEC), BROADRIVER COMMUNICATIONS			
								CORPORATION (CLEC), CAVALIER TELEPHONE LLC (CLEC), CBEYOND			
								COMMUNICATIONS, LLC (CLEC), CHARTER FIBERLINK (CLEC), COMCAST			
								PHONE LLC (CLEC), COMMPARTNERS (CLEC), DELTACOM, INC. (CLEC), DIGITAL			
								AGENT, LLC (CLEC), FLORIDA DIGITAL NETWORK (CLEC), GLOBAL CROSSING			
								(CLEC), GRANDE COMMUNICATIONS (CLEC), LEVEL3 (CLEC), PEERLESS			
								NETWORK, LLC (CLEC), REIGNMAKER TELECOM, INC. (CLEC), TIME WARNER			
								TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), XO			
Atlanta, GA								COMMUNICATIONS (CLEC), YMAX (CLEC)			
GEORGIA TOTAL								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),			
								CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC.			
								(CLEC), LEVEL3 (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US			
Apex, NC								LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)			
7 - 74 1.10								The state of the s			
								AT&T (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE			
								LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), GLOBAL			
								CROSSING (CLEC), LEVEL3 (CLEC), SOUTH CAROLINA NET, INC. (CLEC),			
	1							SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME WARNER			
Belmont, NC								TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)			
				4							

				FCC Filing	Windstrea	m CLEC / I	NuVox CLE	C Overlap
		As of No	vember 30	, 2009 - CC	NFIDENTIA	L/SUBJEC	T TO REQU	UEST FOR NON-DISCLOSURE
						l		
							Grand Total	
	Number of	Number of	Number of	Number of			Number of	
	Windstream	Windstream	NuVox	NuVox	Total Number	Total Number		
	Residential	Business	Residential	Business	of Windstream	of NuVox	NuVox Access	
Exchange	Access Lines	Access Lines	Lines	Other Competition (ILEC, CLEC, Cable)				
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
1								CHARTER FIBERLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC),
								DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), SKYBEST
								COMMUNICATIONS, INC NC (CLEC), US LEC CORP. (CLEC), VERIZON
Boone, NC								BUSINESS (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), SPRINT (CLEC)
Dudinatan NC								TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
Burlington, NC								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC.
								(CLEC), LEVEL3 (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US
1								LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), XO COMMUNICATIONS (CLEC),
Cary, NC								YMAX (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
1								CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC.
								(CLEC), LEVEL3 (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US
Chapel Hill, NC								LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), AT&T LONG DISTANCE (CLEC),
								BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE LLC (CLEC),
1								CENTURYLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC), DELTACOM,
								INC. (CLEC), GLOBAL CROSSING (CLEC), GLOBAL NAPS, INC. (CLEC), JCM
								NETWORKING, INC. DBA SOUTHERN LEC - NC (CLEC), LEVEL3 (CLEC), ALEC,
								INC (CLEC), NET TALK.COM (CLEC), NEUTRAL TANDEM-CALIFORNIA, LLC - CA
								(CLEC), REDSQUARE CORPORATION - SC (CLEC), SOUTH CAROLINA NET, INC.
								(CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME
								WARNER TELECOM (CLEC), TOWN OF PINEVILLE DBA PTC COMMUNICATIONS -
								NC (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), XO
Charlotte, NC								COMMUNICATIONS (CLEC), YMAX (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								CAVALIER TELEPHONE LLC (CLEC), CHARTER FIBERLINK (CLEC), CONNECT
								COMMUNICATIONS, LLC (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC),
Cherryville, NC								SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
Siletry ville, INC								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC).
								CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC.
								(CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), SOUTH CAROLINA NET,
								INC. (CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME
								WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC),
Davidson, NC								YMAX (CLEC)

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		As of No	ovember 30		Windstrea ONFIDENTIA			C Overlap UEST FOR NON-DISCLOSURE
Exchange	Number of Windstream Residential Access Lines	Number of Windstream Business Access Lines	Number of NuVox Residential Access Lines	Number of NuVox Business Access Lines	Total Number of Windstream Access Lines	20.00000000	Grand Total Number of Windstream + NuVox Access Lines	Other Competition (ILEC, CLEC, Cable)
Denver, NC								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE LLC (CLEC), CHARTER FIBERLINK (CLEC), DELTACOM, INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC) VERIZON (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC
Durham, NC								(CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), XO COMMUNICATIONS (CLEC), YMAX (CLEC) CENTURYLINK (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CENTURYLINK
Fuquay Varina, NC								(CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), SPRINT (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC) AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), CHARTER FIBERLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC), DELTACOM, INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), SOUTH CAROLINA NET, INC. (CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), NEUTRAL TANDEM-CALIFORNIA, LLC - CA (CLEC), NORTH STATE COMM ADVANCED SERVICES, INC. NC (CLEC), READY TELECOM, INC. (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON
Greensboro, NC Hickory, NC								BUSINESS (CLEC), XO COMMUNICATIONS (CLEC), YMAX (CLEC) CENTURYLINK (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CENTURYLINK (CLEC), CHARTER FIBERLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
Huntersville, NC								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), SOUTH CAROLINA NET, INC. (CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)
Kings Mountain, NC								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), DELTACOM, INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)

FCC Filing Windstream CLEC / NuVox CLEC Overlap												
As of November 30, 2009 - CONFIDENTIAL/SUBJECT TO REQUEST FOR NON-DISCLOSURE												
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						1	Grand Total					
	Number of	Number of	Number of	Number of	T-4-1 November	7-4-1 11	Number of					
	Windstream	Windstream	NuVox	NuVox		Total Number	Windstream +					
Exchange	Residential Access Lines	Business Access Lines	Residential Access Lines	Business Access Lines	of Windstream Access Lines		NuVox Access Lines	Other Competition (ILEC, CLEC, Cable)				
Exchange	Access Lines	Access Lines	Access Lines	Access Lines	Access Lines	Access Lines		AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
								CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), CHARTER				
						1		FIBERLINK (CLEC), DELTACOM, INC. (CLEC), GLOBAL CROSSING (CLEC),				
								LEVEL3 (CLEC), ALEC, INC (CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC),				
Lincolnton, NC								US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)				
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
								CHARTER FIBERLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC),				
								LEVEL3 (CLEC), ALEC, INC (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS				
Lenoir, NC								(CLEC)				
								AT&T (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE				
								LLC (CLEC), DELTACOM, INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3				
								(CLEC), SOUTH CAROLINA NET, INC. (CLEC), SPRINGBOARD TELECOM, LLC -				
								NC (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP.				
Lowell, NC								(CLEC), VERIZON BUSINESS (CLEC)				
								VERIZON (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
								CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), SPRINT (CLEC),				
								TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS				
Monroe, NC								(CLEC), YMAX (CLEC)				
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
								CENTURYLINK (CLEC), CHARTER FIBERLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC), LEVEL3 (CLEC), SPRINGBOARD TELECOM, LLC				
Morganton, NC								NC (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)				
morganion, ivo								110 (OLLO), OO LLO OOTU . (OLLO), VLTUZON BOOMLOO (OLLO)				
								AT&T (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CAVALIER TELEPHONE				
								LLC (CLEC), CHARTER FIBERLINK (CLEC), DELTACOM, INC. (CLEC), GLOBAL				
								CROSSING (CLEC), LEVEL3 (CLEC), SOUTH CAROLINA NET, INC. (CLEC), SPRINT				
Mount Holly, NC								(CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)				
								CENTURYLINK (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CHARTER				
Mountain View, NC								FIBERLINK (CLEC), LEVEL3 (CLEC)				
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
1								CHARTER FIBERLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC),				
								DELTACOM, INC. (CLEC), LEVEL3 (CLEC), US LEC CORP. (CLEC), VERIZON				
Newton, NC								BUSINESS (CLEC)				
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
								CAVALIER TELEPHONE LLC (CLEC), CENTURYLINK (CLEC), DELTACOM, INC.				
								(CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), NEUTRAL TANDEM-CALIFORNIA, LLC - CA (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP.				
								(CLEC), VERIZON BUSINESS (CLEC), XO COMMUNICATIONS (CLEC), YMAX				
Raleigh, NC								(CLEC)				
3.1								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),				
								DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC), VERIZON BUSINESS				
Rutherfordton, NC								(CLEC)				

				FCC Filing	Windstrea	m CLEC /	NuVox CLE	C Overlap
		As of No	ovember 30					UEST FOR NON-DISCLOSURE
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*	<u> </u>			1		1		1
							Grand Total	
	Number of	Number of	Number of	Number of			Number of	
	Windstream	Windstream	NuVox	NuVox	of Windstream	Total Number of NuVox	Windstream + NuVox Access	
Exchange	Residential Access Lines	Business Access Lines	Residential Access Lines	Business Access Lines			Lines	Other Competition (ILEC, CLEC, Cable)
Exchange	Access Lilles	Access Lilles	Access Lines	Access Lines	Access Lines	Access Lines	Lines	AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
				1				CENTURYLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC), DELTACOM,
								INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC),
								SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC),
Salisbury, NC								VERIZON BUSINESS (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC
								(CLEC), SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME
								WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC),
Shelby, NC								YMAX (CLEC)
								ATOT (ILEO), ATOT LOCAL (OLEO), BANDMIDTH COM OLEO, H.O., OH (OLEO)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CENTURYLINK (CLEC), CONNECT COMMUNICATIONS, LLC (CLEC), DELTACOM,
								INC. (CLEC), GLOBAL CROSSING (CLEC), LEVEL3 (CLEC), ALEC, INC (CLEC),
								SPRINGBOARD TELECOM, LLC - NC (CLEC), SPRINT (CLEC), TIME WARNER
Statesville, NC								TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
Oldicovillo, 110								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								DELTACOM, INC. (CLEC), LEVEL3 (CLEC), SPRINT (CLEC), US LEC CORP.
Summerfield, NC								(CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)
								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								DELTACOM, INC. (CLEC), LEVEL3 (CLEC), SPRINGBOARD TELECOM, LLC - NC
Troutman, NC								(CLEC), SPRINT (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
								CENTURYLINK (ILEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC), CENTURYLINK
Wales Farred NG								(CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC), VERIZON BUSINESS (CLEC)
Wake Forest, NC								AT&T (ILEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC, LLC - OH (CLEC),
								CENTURYLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3 (CLEC), ALEC, INC
								(CLEC), SPRINT (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP.
Winston Salem, NC								(CLEC), VERIZON BUSINESS (CLEC), YMAX (CLEC)
NORTH CAROLINA								
TOTAL								
								AT&T (ILEC), ALEC, INC. (CLEC), AT&T LOCAL (CLEC), BANDWIDTH.COM CLEC,
								LLC - OH (CLEC), CHARTER FIBERLINK (CLEC), DELTACOM, INC. (CLEC), LEVEL3
								(CLEC), NEUTRAL TANDEM-CALIFORNIA, LLC - CA (CLEC), SOUTH CAROLINA
								NET, INC. (CLEC), TIME WARNER TELECOM (CLEC), US LEC CORP. (CLEC),
Greenville, SC								VERIZON BUSINESS (CLEC), YMAX (CLEC)
SOUTH CAROLINA								
TOTAL								
TOTAL								